

FEB. 8. 2012 11:02AM

CAPITAL CONNECTION

NO. 8891 P. 2



February 8, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: SOUTH FLORIDA AG EXPO, INC.
REF: W12000007614

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

What county is the city of LaBelle is located in? In the registered agent certificate for the principal office address it has the City of LaBelle, county of Hendry. For the registered agent address is has city of LaBelle, county of Glades.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000031475
Letter Number: 012A00005399



Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: South Florida Ag Expo, Inc.

Consent to Use of Corporate Name

To whom it may concern:

I am the secretary for South Florida Ag Expo, Inc., a Florida for profit corporation, for which we have filed articles of dissolution with a requested effective date of February 7, 2012. We have no intention to request re-instatement of said corporation. Accordingly, we consent to the use of the corporate name "South Florida Ag Expo, Inc." by the entity to be formed as a corporation not for profit by the articles of incorporation which follow herewith.

If you have any questions or require additional information regarding this consent to use of corporate name, please contact me.

Sincerely,

Susan Malcolm Jordan,

Secretary of South Florida Ag Expo, Inc.

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA AG EXPO, INC.
(A Florida Corporation Not for Profit)**

FILED
12 JAN -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of SOUTH FLORIDA AG EXPO, INC., a not for profit corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
Name**

The name of this corporation is SOUTH FLORIDA AG EXPO, INC.

**ARTICLE II
Purposes**

The Corporation is organized exclusively for business league purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(6) purposes. No substantial part of the activities of the corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In particular, it is the intent and purpose of the Corporation to work with South Florida's agriculture industry and provide educational opportunities and promote economic development of agriculture uses in the South Florida area. To achieve that end, the Corporation will solicit and receive funds, gifts, endowments, donations, devises and bequests.

Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE IV
Term of Existence

The existence of the corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetually, unless dissolved according to law.

ARTICLE V
Incorporator

The name and residence of the incorporator to these Articles is:

Susan Malcolm-Jordan
1061 South Naples Street
LaBelle, FL 33935

ARTICLE VI
Officers

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE

NAME AND ADDRESS

President

Greg Gillman
110 Broward Avenue
LaBelle, FL 33935

Vice President

Tuesday Tritt
110 Broward Avenue
LaBelle, FL 33935

Secretary

Susan Malcolm-Jordan
110 Broward Avenue
LaBelle, FL 33935

Treasurer

Scott Royal
110 Broward Avenue
LaBelle, FL 33935

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have Four (4) directors initially, who shall be elected annually unless changed by the Bylaws. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME**ADDRESS**

Greg Gillman

110 Broward Avenue
LaBelle, FL 33935

Tuesday Tritt

110 Broward Avenue
LaBelle, FL 33935

Susan Malcolm-Jordan

110 Broward Avenue
LaBelle, FL 33935

Scott Royal

110 Broward Avenue
LaBelle, FL 33935

ARTICLE VIII
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by at least a majority of a quorum of voting members present to vote.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE X Location

The location of this corporation shall be at 110 Broward Avenue, LaBelle, FL 33935, the mailing address shall be Post Office Box 2518, LaBelle, FL 33975.

ARTICLE XI Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII Dues

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XV


Distribution of Assets upon Dissolution

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XVI

The street address of the initial registered office of this corporation is 1061 South Naples Street, LaBelle, FL 33935 and the initial registered agent of this corporation at that address is Susan Malcolm-Jordan.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 3rd day of February, 2012, for the purpose of forming this corporation not for profit under laws of the State of Florida.

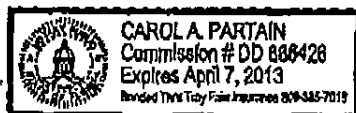



Susan Malcolm-Jordan
Incorporator

STATE OF FLORIDA)
COUNTY OF HENDRY)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Susan Malcolm-Jordan, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 3rd day of February, 2012.





Carol A. Partain, Notary Public
My Commission No.: DD86428
My Commission Expires: April 7, 2013

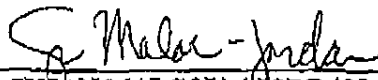
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That SOUTH FLORIDA AG EXPO, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of LaBelle, County of ~~Glades~~, State of Florida, has named SUSAN MALCOLM-JORDAN, located at 1061 South Naples Street, City of LaBelle, County of ~~Glades~~, State of Florida 33935, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



SUSAN MALCOLM-JORDAN, Registered Agent

FILED
12 JAN -8 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA